

STATE MINERAL AND ENERGY BOARD
PARISH OF EAST BATON ROUGE
STATE OF LOUISIANA



ACKNOWLEDGEMENT AND ESTOPPEL CERTIFICATION

THIS ACKNOWLEDGMENT AND ESTOPPEL CERTIFICATION (Certification) is made by and between _____ (Assignor) and _____ (Assignee) relative to Operating Agreement # _____ (Operating Agreement) for the benefit of the State Mineral and Energy Board (Board) and the State of Louisiana (State).

RECITALS

WHEREAS, pursuant to La. R.S. 30:129, the Board has general authority to take any action necessary to protect the mineral interests of the State; and

WHEREAS, pursuant to La. R.S. 30:129, the Board is required to take all appropriate action to assure that undeveloped and non-producing lands and water bottoms of the State are reasonably and prudently explored, developed and produced for the public good; and

WHEREAS, pursuant to La. R.S. 30:129, the Board has authority to enter into agreements in whatever manner deemed most beneficial to the interest of the State; and

WHEREAS, pursuant to La. R.S. 30:208, the Board may explore and develop the mineral resources of lands owned by the State; and

WHEREAS, pursuant to La. R.S. 30:209, the Board may enter into operating agreements whereby the State receives a share of revenue from the production of oil, gas and other minerals; and

WHEREAS, pursuant to La. R.S. 30:128, no transfer or assignment of any mineral right owned by the State is valid unless approved by the Board.

NOW THEREFORE, for the benefit of the State of Louisiana, Assignor and Assignee (The Parties) do hereby acknowledge and agree:

1. That The Parties are subject to and bound by the terms, conditions and scope of the Board's Resolution approving the requested Assignment (attached) of the Operating Agreement;
2. That The Parties are responsible, *in solido*, for fully and completely complying with the terms, conditions and requirements of the Operating Agreement, which obligation is continuing and unaffected by any subsequent Assignment(s) of this Operating Agreement;
3. That The Parties are liable, *in solido*, to the State for any failure to fully and completely comply with the terms, conditions and requirements of this Operating Agreement, which liability is continuing and unaffected by any subsequent Assignment(s) of this Operating Agreement;
4. That the Board does not recognize the existence, applicability, validity nor enforceability of any agreement(s) or instrument(s) confected by The Parties related to or referenced in the proposed Assignment of the Operating Agreement; and
5. That The Parties are estopped from using any agreement(s) or instrument(s) as a basis for circumventing, defending or challenging their solidary liability to the State for failure to fully and completely comply with any and all terms, conditions and requirements of the Operating Agreement, including but not limited to payment of the state production interest, plugging & abandoning and site restoration obligations, regardless of the division of interests resulting from the Assignment.

FURTHER, The Parties hereto separately and independently acknowledge and agree:

1. That they have read and fully understand this Certification;
2. That they have freely and voluntarily executed this Certification;

- 3. That the individuals executing this Certification on behalf of The Parties are duly empowered and authorized to do so; and
- 4. That the proposed Assignment and this Certification shall be interpreted and construed in accordance with the laws of the State of Louisiana.

IN WITNESS WHEREOF, this Acknowledgment and Estoppel Certification shall be effective by and between The Parties as of the date of the State Mineral and Energy Board’s approval of the Assignment.

ACKNOWLEDGEMENT - ASSIGNOR

State of _____
Parish/County of _____

NOW BEFORE the undersigned Notary Public and competent witnesses, this ____ day of _____, 20__, personally came and appeared _____, in his/her capacity as _____, who acknowledges that he/she has read, fully understands and is authorized to execute this Acknowledgment and Estoppel Certification on behalf of _____.

WITNESSES: _____

_____	_____
Print Name: _____	Print Name : _____
_____	Title: _____
Print Name: _____	

Print Name: _____
Notary Public
Bar Roll/Notary ID Number: _____
Commission Expires: _____

ACKNOWLEDGEMENT - ASSIGNEE

State of _____
Parish/County of _____

NOW BEFORE the undersigned Notary Public and competent witnesses, this ____ day of _____, 20__, personally came and appeared _____, in his/her capacity as _____, who acknowledges that he/she has read, fully understands and is authorized to execute this Acknowledgment and Estoppel Certification on behalf of _____.

WITNESSES: _____

_____	_____
Print Name: _____	Print Name: _____
_____	Title: _____
Print Name: _____	

Print Name: _____
Notary Public
Bar Roll/Notary ID Number: _____
Commission Expires: _____